

**THE  
GREENBRIER  
COMPANIES**

0100639641  
The Greenbrier Companies

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

May 24, 1995

19443

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of March 15, 1993, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Railcar, Inc.  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Harris Chemical North America, Inc.  
8300 College Blvd.  
Overland Park, KS 66210

A description of the railroad equipment covered by the enclosed document is:

Thirty-five (35) 60-foot, 100-ton RBL boxcars marked and numbered HCGX 1400 through HCGX 1434, inclusive leased under Schedule No. 1.

Four (4) 60-foot, 100-ton RBL boxcars marked and numbered DGHX 1160 through DGHX 1164, inclusive (projected to be remarked to HCGX 1160 through HCGX 1163, inclusive) leased under Schedule No. 2.

Also enclosed is a payment of \$21 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

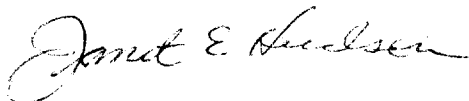
Mr. Vernon A. Williams  
May 24, 1995  
Page 2

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of April 22, 1994 between Greenbrier Railcar, Inc., Lessor, and Harris Chemical North America, Inc., Lessee, covering thirty-five (35) 60-foot, 100-ton RBL boxcars marked and numbered HCGX 1400 through HCGX 1434, inclusive leased under Schedule No. 1 and four (4) 60-foot, 100-ton RBL boxcars marked and numbered DGHX 1160 through DGHX 1164, inclusive (projected to be remarked to HCGX 1160 through HCGX 1163, inclusive) leased under Schedule No. 2.

Sincerely,



Janet E. Hudson  
Administrative Assistant - Legal

jeh  
Enclosure

cc: Robert W. Alvord, Esq.



Interstate Commerce Commission  
Washington, D.C. 20423-0001

5/30/95

Office Of The Secretary

Janet B. Hudson  
Administrative Assistant  
The Greenbrier Companies  
One Centerpointe Drive, Ste. 200  
Lake Oswego Oregon 97035

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/30/95 at 9:40AM , and assigned recordation number(s). 19443.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100639041)

\$21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19443

MAR 1994

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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

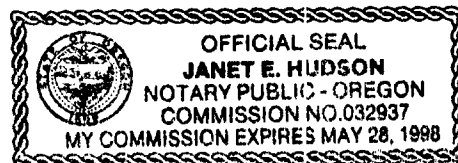
GREENBRIER RAILCAR, INC. ("LESSOR")

AND

HARRIS CHEMICAL NORTH AMERICA, INC. ("LESSEE")

APRIL 22, 1994

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STATE OF New York )  
 ) ss.  
COUNTY OF New York )

On this 10<sup>th</sup> day of May, 1995, before me personally appeared Anthony J. Petrocelli to me personally known, who being by me duly sworn, says that he is the Vice Chairman of Harris Chemical North America, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Victoria A. Simpkins  
NOTARY PUBLIC

My commission expires:

Feb. 22, 1996

VICTORIA A. SIMPKINS  
Notary Public, State of New York  
No. 01SI5024059  
Qualified in New York County  
Commission Expires Feb. 22, 1996

WP\L\94\L0422412.HC